## - FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Mail Processing Section

Washington, D.C. 20549

AUG 20.700h

FORM D
NOTICE OF SALE OF SECURITIES

Washington, DC

PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Number:	3235-0076				
Expires:	August 31,2008				
Estimated average burden					
hours per respons	se 16.00				

OMB APPROVAL

SEC USE ONLY				
Prefix	1	Serial		
	DATE RECEI	VED		

Name of Offering ( check if this is an amendment and name has changed, and indicate of Limited Partnership Interests in Hirtle Callaghan Private Equity Fund VII(A)	cate change.) , L.P.
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506  Type of Filing: ☒ New Filing ☐ Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (☐ check if this is an amendment and name has changed, and indical Hirtle Callaghan Private Equity Fund VII(A), L.P.	e change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Hirtle, Callaghan & Co., LLC, Five Tower Bridge, 300 Barr Harbor Drive, Suite 500, West Conshohocken, PA 19428	Telephone Numb (610) 828-7200 08055407
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (micluding Area Code)
Brief Description of Business Investments in Securities	
Type of Business Organization	PROCESSED
☐ corporation ☐ limited partnership, already formed ☐	Jother (please specify):
☐ business trust ☐ limited partnership, to be formed	AUG 2 8 2008 <b>▷</b>
0 0 0 0	Actual
Jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbre CN for Canada; FN for other foreign jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbre	

## **General Instructions**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

	required to respon	d unless the form displays	a currently valid OMB cor	ntrol number.	
•	· · ·		TIFICATION DATA		* * * * * * * * * * * * * * * * * * * *
Enter the information r     Each promoter of		following: issuer has been organi	zed within the past five	years;	
Each beneficial or securities of t		ower to vote or dispose	e, or direct the vote or o	lisposition of, 10%	or more of a class of equity
Each executive of and	ficer and director	of corporate issuers ar	nd of corporate general	managing partne	rs of partnership issuers;
Each general and	managing partne	ership of partnership iss	suers.		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☑ General and/or Managing Partner
Full Name (Last name first, if i Hirtle, Callaghan & Co., L					
Business or Residence Addres Five Tower Bridge, 300 B		and Street, City, State, Z e, Suite 500, West Cor		3	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if i Hirtle, Jonathan Jacob	ndividual)				
Business or Residence Addres Five Tower Bridge, 300 B		and Street, City, State, Z e, Suite 500, West Con		3	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer of General Partner	Director	☐ General and/or Managing Partner
Full Name (Last name first, if i Zion, Robert Jay	ndividual)			· ·	
Business or Residence Addres Five Tower Bridge, 300 B	s (Number arr Harbor Drive	and Street, City, State, Z , Suite 500, West Con	ip Code) ishohocken, PA 19428	3	
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Patton Investment Holdin					
Business or Residence Addres 1533 Lakeshore Drive, Su		and Street, City, State, Zous, OH 43204	p Code)		
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if it Patton Dynasty, LLC	ndividual)				
Business or Residence Addres 140 E. Town Street, Suite		and Street, City, State, Zis, OH 43215	p Code)		
Check Box(es) that Apply:	☐ Promoter	☑ I3eneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if it David H. Jacobs Marital T					
Business or Residence Addres 25425 Center Ridge Road	•	and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if in Todd & Anne McCormack	,				<del></del>
Business or Residence Addres 281 Otis Street, Newton, I		and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)		****		
Business or Residence Addres	s (Number	and Street, City, State, Zi	p Code)		
<del>-</del>	(Use blank sh	eet, or copy and use addi	tional copies of this sheet,	as necessary.)	

2 of 8

MT			100.					
2. What is the minimum investment that will be accepted from any individual?  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Chock 'All States' or check individual States).    All	1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						
2. What is the minimum investment that will be accepted from any individual?  General Partner's discretion  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering, if a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check 'All States' or check individual States).  All [AA] [AA] [AB] [AB] [AB] [CA] [CO] [CT] [DE] [DC] [FI] [GA] [HI] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [I		Answer also in Appendix, Column 2, if filing under ULOE.						
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check 'All States' or check individual States).  All   (AR)   (	2.	What is the minimum investment that will be accepted from any individual?	subject to General Partner's					
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Kill   [IA]	3.	Does the offering permit joint ownership of a single unit?		_				
Dusiness or Residence Address (Number and Street, City, State, Zip Code)	4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers     All States								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Bus	iness or Residence Address (Number and Str∋et, City, State, Zip Code)						
Check "All States" or check individual States)	Nar	ne of Associated Broker or Dealer						
AL	Stat	es in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
IL								
Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	(IL) [MT]	(IN)   (IA)   (KS)   (KY)   (LA)   (ME)   (MD)   (MA)   (MI)   (MI)   (MN)   (IV)   (NC)   (ND)   (ND)	MS] 🗌 OR] 🔲	[MO]   [PA]				
Name of Associated Broker or Dealer   States in Which Person Listed Has Solicited or Intends to Solicit Purchasers   Check "All States" or check individual States)			<u> u</u>	<u> </u>				
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Bus	iness or Residence Address (Number and Street, City, State, Zip Code)						
Check "All States" or check individual States)	Nan	ne of Associated Broker or Dealer						
[AL]								
				_				
Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	IL) MT]		MŠ] 🗌 OR] 🔲	[MO]				
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Bus	Business or Residence Address (Number and Street, City, State, Zip Code)						
(Check "All States" or check individual States)	Nan	ie of Associated Broker or Dealer						
ÁL] 🗋 [AK] 🗍 [AZ] 🗌 [AR] 🗍 [CA] 🗍 [CO] 🗍 [CT] 🗍 [DE] 🗍 [DC] 🗍 [FI] 🗍 [GA] 🗍 [HI] 🗍 [ID] [								
그 내 그 내 그 다이 보 때로 다 보고				_				
	IL) MT) RI)	(IN)	usj 🗌 Drj 🔲 VYJ 🔲	[MO]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	alre che	er the aggregate offering price of securities included in this offering and the total amount eady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, ick this box and indicate in the columns below the amounts of the securities offered for hange and already exchanged.	<b>.</b>	A	A Alexantr
		Tona of Casualty	Aggregate Offering Price		it Already Sold
		Type of Security	\$	•	, O. G
		Debt	\$	¢	
		Equity	Φ	Ψ	
		☐ Common ☐ Preferred	¢	¢	
		Convertible Securities (including warrants)	\$	P	000
		Partnership Interests	\$ <u>29,120,000</u>	\$ <u>29,120</u>	<u>,000</u>
		Other (Specify)	\$	Φ	000
		Total	\$ <u>29,120,000</u>	\$ <u>29,120</u>	<u>,000</u>
		Answer also in Appendix, Column 3, if filing under ULOE.			
2.	this	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule, indicate the number of persons who have purchased securities and the aggregate dollar bunt of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Dollar of Pu	regate Amount rchases
		Accredited Investors	30	<del>-</del> '	<u>,000</u>
		Non-accredited Investors	0	_ \$ <u>0</u>	
		Total (for filing under Rule 504 orlly)		_ \$	
		Answer also in Appendix, Column 4, if filing under ULOE.			
3.	sec	his filing is for an offering under Rule 504 or 505, enter the information requested for all urities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on this prior to the first sale of securities in this offering. Classify securities by type listed in the C - Question 1.			
			Type of		Amount
		Type of offering	Security		old
		Rule 505		\$	
		Regulation A.	<del> </del>	\$	
		Rule 504.		\$	
		Total		<b>a</b>	
4.	sec issu	Furnish a statement of all expenses in cornection with the issuance and distribution of the urities in this offering. Exclude amounts relating solely to organization expenses of the left. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.			
		Transfer Agent's Fees.		_] \$ <u>0</u>	
		Printing and Engraving Costs.		□ \$ <u>0</u>	
		Legal Fees.		<b>₹<u>7,500</u></b>	
		Accounting Fees			
		Engineering Fees			
		Sales Commissions (specify finders' fees separately)			
		Other Expenses (identify)			
		Total			
	b.	Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This		₩₩	
		difference is the "adjusted gross proceeds to the issuer."	Q	<b>⊠ \$</b> 29,112	<u>,500</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	The state of the s	E, NUMBER OF INVESTORS, EXPENSES AND U		F PROCEEDS	
used t estima equal	or each of the purposes shown. It ite and check the box to the left of the adjusted gross proceeds to the	ed gross proceeds to the issuer used or proposed to the amount for any purpose is not known, furnish a the estimate. The total of the payments listed mus he issuer set forth in response to Part C- Question	ın t		
above	•			Payments to Officers, Directors, & Affiliates	Payments To Others
s	alaries and fees			\$ <u>0</u>	□ \$ <u>0</u>
P	urchase of real estate			\$ <u>0</u>	□ \$ <u>0</u>
Р	urchase, rental or leasing and inst	allation of machinery and equipment		\$ <u>0</u>	□ \$ <u>0</u>
Α	cquisition of other business (includ	dings and facilitiesding the value of securities involved in this offering ne assets or securities of another issuer pursuant	. 🗀	\$ <u>0</u>	□ \$ <u>0</u>
to	a merger)	is assis of scannes of another loads, parents.		\$ <u>0</u>	□ \$ <u>0</u>
R	epayment of indebtedness		. 🗆	\$ <u>O</u>	□ \$ <u>0</u>
V	orking capital		. 🗆	\$ <u>0</u>	□ \$ <u>0</u>
C	ther (specify): <u>Investments in sec</u>	<u>urities</u>	. 🗆	\$ <u>0</u>	<b>⋈</b> \$ <u>29,112,500</u>
C	olumn Totals			\$ <u>0</u>	<b>⊠</b> \$ <u>29,112,500</u>
Т	otal Payments Listed (column tota	ls added)	•	<b>⊠ \$</b> 29,112	2,500
		D. FEDERAL SIGNATURE		:	
following s	ignature constitutes an undertakin	signed by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exc	hange Commissio	n, upon written
Issuer (Pri	nt or Type) aghan Private Equity Fund	Signature Da	te_	19/08	
Name of S Robert Ja	igner (Print or Type) y Zion	Title of Signer (Print or Type) Principal of General Partner of Issuer		· •	
		ATTENTION			
Intent	ional misstatements or omissio	ns of fact constitute federal criminal violations.	(See	18 U.S.C. 1001.)	

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such	ch rule? Ye	es No

See Appendix, Column 5, for state response.

The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law

The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

undersigned duly authorized person.			_
Issuer (Print or Type)	Signature	Date Olal-0	
Hirtle Callaghan Private Equity Fund VII(A), L.P.	Colut 2	8/19/09	
Name of Signer (Print or Type) Robert Jay Zion	Title of Signer (Print or Type) Principal of General Ragner of Issuer	·	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **APPENDIX**

1		2	3			1			ification
	to r accre investors	to sell non- edited s in State -Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of in amount purch (Part C	nased in State -item 2)		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited	Amount	Number of Non- Accredited Investors	Amount	Yes	No
State AL	Yes	No		Investors	\$	investors	\$		
AK					\$		\$		
AZ		×	limited partnership interests - \$725,000	2	\$ <u>725,000</u>	0	\$ <u>0</u>		
AR					\$		\$		
CA				-	\$		\$		
со		×	limited partnership interests - \$400,000	1	\$ <u>400,000</u>	0	\$ <u>0</u>		×
СТ					\$		<u>    \$</u>		
DE					\$		\$		
DÇ					\$				
FL		×	limited partnership interests - \$835,000	2	\$ <u>835,000</u>	0	\$ <u>O</u>		⊠
GA		×	limited partnership interests - \$440,000	3	\$ <u>440,000</u>	0	\$ <u>0</u>		⊠
н					\$		\$		
ID					\$				
ī					\$				
IN					\$		\$		
IA					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA					\$		\$		
ME					\$		\$		
MD					\$		\$		
МА		×	limited partnership interests - \$3,250,000	2	\$ <u>3,250,000</u>	0	\$ <u>0</u>		☒
МІ					\$		\$		
MN					\$		\$		
MS					\$		\$		
МО					\$		\$		

7 of 8

· · · · ·					
			APPENDIX	. , -	 i.
1	2	3	4	<del></del> _	 5
	Intend to sell to non-	Type of Security and aggregate			Disqualification under State ULOE (if yes, attach
	accredited	offering price	Type of investo	or and	explanation of

1	Intend	2 I to sell	3 Type of Security			•		Disqual under Sta	ification ate ULOE attach
	accre	non- edited s in State i-Item1)	and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			explanation of waiver granted) (Part E-Item 1)	
	(i ait b	-itemity	(rare o-nem ty	Number of Accredited	(,	Number of Non- Accredited		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
МТ				<u> </u>	\$		\$		
NE					\$		<u> </u>		
NV					\$		\$		
NH					\$		\$		
NJ		×	limited partnership interests - \$450,000	2	\$ <u>450,000</u>	0	\$ <u>0</u>		⊠
NM					\$		\$		
NY		⊠	limited partnership interests - \$550,000	1	\$ <u>550,000</u>	0	\$ <u>0</u>		Ø
NC		Ø	limited partnership interests - \$1,500,000	2	\$ <u>1,500,000</u>	0	\$ <u>0</u>		☒
ND					\$		\$		
ОН		⊠	limited partnership interests - \$19,980,000	9	\$ <u>19,980,000</u>	0	\$ <u>0</u>		Ø
ОК					\$		\$		
OR					\$		\$		
PA		☒	limited partnership interests - \$840,000	5	\$ <u>840,000</u>	0	\$ <u>0</u>		⊠
RI					\$		\$		
sc					\$		\$		
SD					\$		\$		
TN					\$		\$		
TX		×	limited partnership interests - \$150,000	1	\$ <u>150,000</u>	0	\$ <u>0</u>		Ø
UT					\$		\$		
VT					\$		\$		
VA					\$		\$		
WA					\$		\$		
w					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		
Other					\$		\$		

